



Heaven help us!  
Look who's back  
in the adventure  
of **2** lifetimes.

# All Dogs Go To Heaven **2**

**"All Dogs Go To Heaven II"**

Story by  
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Screenplay by  
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Music and Lyrics by  
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FADE IN:

EXT. ELYSIAN FIELDS/HEAVEN - DAY

Heaven as depicted in the most beautiful rendering imaginable. Billowy clouds create a magnificent, partially wooded alpine-looking paradise. All elements of the landscape (trees, rocks, hills) are sculpted from clouds with glorious vistas sweeping as far as the eye can see.

ROLL OPENING CREDITS

We HEAR a heavenly TRUMPET MELODY and then a moment later, the serenity is shattered as CHARLIE B. BARKIN, an angelic German Shepherd sporting a shiny halo, bounds into the middle distance and runs over, through and around the cloud formations, leaving a ruckus in his wake. Juxtaposed against the lofting trumpet aria, Charlie's in a rush to get some place.

MONTAGE:

(1) Charlie splashes through a peaceful FOUNTAIN, disrupting several DOG ANGELS lounging nearby.

(2) Establish a public dedication ceremony. An angelic bureaucrat, stands atop a small cloud platform before a CROWD OF DOG ANGELS. Beside the platform is some draped object. With a flourish, the bureaucrat pulls a golden cord, the drape rises and reveals a solid gold fire hydrant, studded with diamonds. The dog angels politely applaud then suddenly, Charlie barrels INTO SCENE, slams into the hydrant and causes a huge geyser of water to erupt from it. The bureaucrat gives Charlie a dirty look. He smiles mischievously, shrugs his shoulders and points UP (this is his "trademark" gesture) and o.s. The bureaucrat turns to see a magnificent rainbow appear from the water spray. He turns back to Charlie but he has gone - split.

(3) At an ABBEY-LIKE ARCADE, we SEE a long table where two dozen DOG ANGELS solemnly sit, quietly polishing halos. (Their wings are folded against their backs to suggest monks' cloaks) Suddenly Charlie bursts through a cloud archway, skids across the highly polished table and scatters the carefully positioned halos in all directions. Charlie emerges from the confusion holding one halo in his mouth.

END OF OPEN CREDITS

EXT. PEARLY GATES - HEAVEN - DAY - OTS GABRIEL

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GABRIEL (a human angelic figure partially seen from the rear) is playing a MAGNIFICENT, GOLDEN VALVE TRUMPET. Over his shoulder, we SEE the closed PEARLY GATES set in a puff of clouds and in the BG there's a silver road leading off to a cloud mountain with Charlie's glorious RAINBOW rising above it.

Gabriel finishes the tune and sets the trumpet down on a magnificent MARBLE ALTAR and, as if by magic, a BEAUTIFUL CRYSTAL BELL JAR lowers to cover it.

TIGHTER ON PEARLY GATES

As Gabriel's final notes echo away, the Pearly Gates swing open. A handful of ANGEL DOGS step forward. Suddenly Charlie rushes IN and slams on the brakes. He SKIDS to a stop, KNOCKING OVER the gathering like so many bowling pins.

SAMOYED

Hey, what's the big idea?!

AFGHAN HOUND

Who IS this mongrel?!

CHARLIE

Sorry, folks. Have the newcomers arrived yet?

EXT. TUNNEL OF LIGHT - DAY

An overweight Dachshund, ITCHY, SHOOTS UP THROUGH A TUNNEL OF LIGHT. He holds a half eaten chicken leg.

ITCHY

What's going ONNNNNN?!

Other DOGS come SPIRALING UP behind him. Among them is an ELDERLY DOG, while ANOTHER DOG is quite disheveled, holding a crumpled license plate between his teeth.

EXT. PEARLY GATES / HEAVEN - DAY

The Samoyed brushes herself off indignantly.

SAMOYED

I know you from somewhere.  
(beat) Wait a minute! You're that CARD SHARK who tried to swindle my Rufus out of his BONE collection!

CHARLIE

Lady, I have FIVE Wiener dogs who'll swear I wasn't even near your cloud that day!

As Charlie slides discretely away from the Samoyed, we hear a SCREAMING JET SOUND -- suddenly the newcomer dogs come CATAPULTING THROUGH THE GATE. As they recover, they're greeted with hugs and kisses. Itchy gets up, chicken leg still in hand.

ITCHY

Where am I? What's  
happening?!

Charlie TWIRLS him around.

CHARLIE

Itchy, you old Dachshund you?!

ITCHY

Charlie!? Is that YOU?!

Charlie takes the chicken leg and passes it under his snout like a fine cigar.

CHARLIE

Gee, Itch, you shouldn't've.

ITCHY

Charlie, it is you!...but  
aren't you...you're supposed  
to be...(gulp) You're DEAD!!

CHARLIE

As a dog that eats chicken  
bones.

Charlie pops the whole leg into his mouth, munches and swallows.

ITCHY

(foreboding)

So that means...

Charlie sets a HALO above Itchy's head where it levitates.  
Charlie gestures grandly.

CHARLIE

Welcome to Paradise, Itch.

On all fours, Charlie leads Itchy off, but the dachshund's halo slips down over his bum. Itchy tries resetting it as he hurries to keep up with Charlie. They EXIT as we TIGHTEN to the shrine containing Gabriel's Horn.

TIGHTER ON THE HORN ALTAR

A beefy ANGEL BULLDOG, CARFACE, steps out of the shadows. He wears a flowing, white angel's robe and hood. He glances around furtively, then tippy-toes to the altar where he slips under a red rope and gazes at the Horn.

He rubs his paw together then takes hold of the protective bell jar -- KZWAAAAP! His hair stands on end, webs of ELECTRICITY SLITHER ALL OVER HIM.

CARFACE  
YEEOOOOWWWCH!

Hopping up and down, he releases the jar back into position. He turns around to see his tail SMOKING.

CARFACE (CONT)  
Blasted, rotten, stupid!

He BLOWS on his tail.

EXT. HEAVEN ROAD - ON CHARLIE & ITCHY - DAY

Charlie and Itchy stroll through heaven, passing assortments of silver dog bowls piled high with juicy-looking bones, and jewel-studded dog houses. In the BG we SEE ANGEL DOGS arcing elegantly through the air, catching Frisbees with angelic grace.

Itchy pats various parts of his body.

ITCHY  
Charlie, I'm not Itchy!

CHARLIE  
Funny, you sure look like him.

ITCHY  
No, for the first time in my life I don't feel like scratching!

CHARLIE  
This is heaven, Itch. All fleas go to...the other place.

Itchy sees two ANGEL DOGS FLYING PAST.

ANGLE DOG #1  
How about we pop down to Seventh Heaven and catch an Angels' game?

ITCHY  
WOW! Can everybody fly?!

CHARLIE

Believe me, it gets old fast.

Itchy's halo falls down over his bum and he resets it.

ITCHY

I'm gonna LIKE this place,  
Charlie.

CHARLIE

I used to say the same thing.

ITCHY

Whadda you mean?

We hear a MUSICAL INTRO.

CHARLIE (CONT)

It's hard to explain. This  
joint is supposed to be the  
best but it's too... I don't  
know... it's too...

Charlie starts SINGING "IT'S TOO HEAVENLY HERE". Charlie and Itchy walk through a sedate reading area where ANGEL DOGS are seated in over-stuffed cloud chairs, reading issues of "The Holy Times". They "shoosh" Charlie as he sings.

CHARLIE (CONT)

IT'S TOO HEAVENLY HERE  
IT'S TOO PEACEFUL AND PARADISE LIKE  
STRAIGHT AND NARROW AND MUCH TO NICE LIKE  
ENDLESSLY SUNNY AND CLEAR  
IT'S TOO HEAVENLY HERE

Charlie, nonchalantly walks through a thick pillar. Itchy, stymied, goes around the pillar to meet Charlie on the other side where they are framed against a beautiful, heavenly vista.

ITCHY

But Charlie, you can fly here  
and get cheese with every  
meal!

CHARLIE

Trust me, Itch. It ain't  
enough.

Charlie stands at a billowy precipice. He casually launches himself into the air and flies over the cloud chasm and lands on the other side. Itchy tries the same stunt, but being new at this maneuver, misses and has to scramble up the side of the cliff.

CHARLIE (CONT)  
IT'S TOO BLISSFUL TO BEAR  
CALM AND QUIET AND MUCH TOO MELLOW

EXT. - BACK ON CARFACE AT THE HORN ALTAR

Carface picks up a brass rope stand, and SMASHES the bell jar with it. He snatches up the Horn and scurries off.

CHARLIE (O.S./CONT)  
ALL MY BRAIN CELLS HAVE TURNED TO JELLO  
EVERYDAY FEELS LIKE A YEAR

EXT. - BACK ON CHARLIE & ITCHY

CHARLIE (CONT)  
IT'S TOO HEAVENLY HERE

During the next refrain, Charlie approaches a refined ANGELIC POODLE DOG playing a harp. Charlie grabs it from him and starts working it like a Stratocaster.

CHARLIE  
I NEED SOME ACTION, I NEED SOME JUICE  
THAT CRAZY KIND OF FEELING OF PLAYING  
FAST AND LOOSE  
SOME RAZZLE DAZZLE AND A LITTLE  
STRESS AND STRIFE  
I GOTTA GET SOME LIFE INTO MY LIFE

The refined angel dog makes a face and grabs his harp away from Charlie. Next, Charlie scoops up some cloud and makes a pair of dice and rolls them.

CHARLIE (CONT)  
BUT IT'S TOO HEAVENLY HERE  
THERE'S NO WAY YOU CAN BE A SINNER  
(rolls dice)  
ROLL THE DICE, EVERYONE'S A WINNER

ITCHY  
IT'S SO LEGIT AND SINCERE

CHARLIE  
IT'S TOO HEAVENLY HERE

EXT. ON "HEAVEN SIDE" OF PEARLY GATES - DAY

During these lines, Carface rushes up to the Pearly Gates, Gabriel's Horn in hand. He takes off his halo, JAMS it between two bars, plants his foot on it and starts climbing over the top.

CHARLIE (O.S./CONT)  
WHAT GOOD'S A HUSTLER WITHOUT A SCAM



I'M WASTED TALENT THAT'S ALL THAT I AM

EXT. - BACK ON CHARLIE AND ITCHY

Charlie and Itchy now find themselves standing in an endless expanse of cloud banks. There is nothing but clouds. It looks barren. Charlie gestures to make his point.

CHARLIE (CONT)  
THIS OPERATOR IS AT THE WRONG ADDRESS  
CAUSE THERE'S NOTHING TO FINAGLE  
AND NO ONE TO FINESSE

Suddenly from the cloud bank directly in front of them, an ANGELIC CHOIR RISES UP into frame. Itchy steps up to sing with the choir.

ANGELIC CHOIR  
IT'S SO HEAVENLY HERE  
PURE AND PERFECT, SUBLIME AND SHINING

ITCHY/ANGELIC CHOIR  
EVERY CLOUD HAS A SILVER LINING  
ALL OF YOUR CARES DISAPPEAR

Charlie pushes his way through the choir and struts like a rapper.

CHARLIE  
BUT CHECK IT OUT NOW  
I'VE CHILLED ALL I CAN CHILL  
PUMP UP SOME FUNKY MUSIC  
I'M SICK AND TIRED OF STANDING STILL  
THIS DOG HAS GOT A REP  
I'M BAD, I'M MAD CAUSE I'VE BEEN HAD

ANGEL CHOIR  
EVERYONE'S FULL OF GOOD CHEER  
IT'S SO HEAVENLY HERE

Charlie gestures at the choir.

CHARLIE  
THEY'RE ALL SO SAINTLY  
I JUST CAN'T RELATE

ON OPPOSITE SIDE OF PEARLY GATES - CARFACE - DAY

Carface drops over the side of the Pearly Gate and sets the Horn down at the billowy edge of the cloud so he can remove his heavenly robe. He wads it up in a ball and kicks it o.s.

CHARLIE (O.S./CONT)  
THERE'S GOTTA BE AN EXIT

# THROUGH THAT PEARLY GATE

The Horn slowly teeters over the edge and plummets DOWN o.s. just as Carface turns and lunges for it.

CHARLIE (O.S./CONT)  
BEHOLD THE CANINE WHO'S BEEN  
CUT DOWN IN HIS PRIME  
I MAY HAVE DONE THE CRIME...

Carface leans over the cloud's edge as the Horn PLUMMETING toward earth -- down towards SAN FRANCISCO below. Carface TAKES BIG and scowls as he swings his legs over the edge of the cloud, quickly lowers himself until only his fingertips are visible, lets go and drops DOWN O.S.

EXT. - BACK ON CHARLIE & ITCHY - DAY

CHARLIE (CONT)  
BUT I CAN'T DO THE TIME  
  
CAUSE IT'S TOO HEAVENLY HERE  
ALL HALLELUJAHS AND HOSANNAS  
IT COULD DRIVE ANYONE BANANAS  
I'M GOING OUT OF MY HEAD  
THIS JOINT IS DEADER THAN DEAD  
I'LL GIVE YOU EIGHT TO THREE  
IT'S TOO HEAVENLY...

With each "Hallelujah", one, then two...then three groups of choir members rise up out of the clouds. Then more and more angel dogs step in, golden hydrants, house and bowls filled with bones rise up out of the clouds to completely surround Charlie and Itchy.

ANGELIC CHOIR  
HALLELUJAH. HALLELUJAH. HALLELUJAH.

CHARLIE AND CHOIR  
TOO HEAVENLY HERE...!

Itchy looks around at the magnificent, heavenly multitude that now surrounds them.

ITCHY  
Charlie, you might want to  
rethink this.

We hear a COMMOTION, and the throng of dogs break formation to make way for a COLORFUL GLOWING AURA that floats down among them. ANABELLE, a beautiful Whippet, MATERIALIZES amidst the crowd.

ANGEL DOGS  
(Ooohs, and aahhs)

ANABELLE  
(with alarm)  
Gabriel's Horn has fallen from  
heaven and landed somewhere in  
San Francisco.

ANGEL DOGS  
(concerned mutterings)

REGINALD, a dignified-looking WELSH CORGI steps forward.

REGINALD  
But if the Horn isn't played,  
no more dogs can get into  
heaven!

ANABELLE  
Yes, Reginald. Since you are a  
Senior Grade Guardian Angel,  
I'm sending you back to earth  
to retrieve it.

Charlie's ears PERK UP.

CHARLIE  
Back to earth?!

Reginald steps magisterially forward.

REGINALD  
(English accent)  
Anabelle, your ladyship, I  
would consider it a great --

Charlie ELBOWS his way to the front of the crowd.

CHARLIE  
Hold it! Time out! You can't  
send REGGIE!

ANABELLE  
Why not?

CHARLIE  
Well LOOK at him for Heaven's  
sake!

He picks Reginald up by the scruff of his neck.

CHARLIE (CONT)  
They got RATS down there  
bigger than him!

A bulking ST. BERNARD steps forward.

ST. BERNARD  
I'll go, Anabelle!

Charlie thrusts Reginald at the St. Bernard, forcing him to hold the Corgi.

CHARLIE  
We're talking the mean streets  
of FRISCO, here, Ace. Not  
Mount Happy Go Lucky!

A POINTER steps forward to volunteer.

POINTER  
What about -- mmph!

Charlie takes the St. Bernard's halo -- CRAMS IT around the Pointer's snout, silencing him.

CHARLIE  
Fact is, you're gonna need  
somebody who's been around the  
block a time or three.  
Somebody who can talk the  
talk, walk the walk. Somebody  
who's --

ANABELLE  
-- just like you.

Charlie's mouth drops open, then he registers his trademark mischievous smile.

CHARLIE  
ME?! Well, I dunno. I mean  
I'd have to check with my  
people and get back to you.  
Oh, what the heck! I'll DO  
IT!

Anabelle regards him suspiciously.

ANABELLE  
How do I know I can TRUST you,  
Charlie Barkin?

CHARLIE  
Trust? That's my middle name!  
If you dial 1 900 TRUST, guess  
who answers the phone?



ANABELLE  
You PROMISE you'll go after  
the Horn and come right back?

CHARLIE  
Hey, have I ever let you down  
before? Don't answer that!  
Look, I know the Bay City like  
the back of my PAW! Annie  
girl, I'M-YOUR-DOG!

The throng readily agrees. Anabelle contemplates a moment.

ANGEL DOG THRONG  
(Mumbles of agreement)

ANABELLE  
I believe you, Charlie. Maybe  
you are good for something  
other than making a NUISANCE  
of yourself.

CHARLIE  
Great...I'll be in touch!

As Charlie starts to EXIT, Anabelle grabs his halo and pulls it  
back towards her, jerking him back into place like a magnet.

ANABELLE  
Hold it, Charlie! To find the  
Horn, follow your ears. It  
gives off a heavenly tone that  
only angels can hear.

CHARLIE  
Only angels can hear it.  
Catch ya later...

Charlie starts to leave once again; and once again is pulled  
back by Anabelle.

ANABELLE  
Use your angelic powers  
wisely. They're only for  
emergencies.

CHARLIE  
No frequent flying...got it.

ANABELLE  
Charlie, this is serious. If  
the Horn falls into the wrong  
hands it could spell disaster  
for us all.

CHARLIE  
You can count on me.

ANABELLE  
I know. But just in case, I'm  
sending Itchy along to keep an  
eye on you.

ITCHY  
But I just GOT here!

Anabelle waves her paw -- a CHURNING WHITE TORNADO materializes,  
SWEEPS CHARLIE AND ITCHY UP.

ITCHY (CONT)  
I've got flying lessons after  
lunch....WHOOAAH!

ANABELLE  
Bring back the Horn, Charlie.  
Otherwise there'll be HEAVEN  
to pay!

The boys are spun DOWN THROUGH THE CLOUDS.

EXT. CASTRO STREET / SAN FRANCISCO - DAY

We see a San Francisco street with colorful Victorian homes and  
the pyramid shaped TransAmerica building rising up in the b.g.  
Suddenly a SWIRLING TORNADO appears!

CHARLIE  
INCOMING!

Charlie and Itchy CRASH LAND on the sidewalk. Itchy lands on his  
bum and spins around several times before he gets up and WOBBLES.

ITCHY  
You'd think they could afford  
a chair lift or something.

Charlie takes in his surroundings with glee.

CHARLIE  
Look at this mess, Itch!  
Trash! Exhaust fumes!  
Graffiti! (arms outstretched)  
We're HOME!

Itchy starts SCRATCHING himself furiously.

ITCHY  
Yeah, you're telling me!

Charlie sticks his muzzle in the air.

CHARLIE  
Hello. (SNIFFING) Double-  
chili cheeseburger with extra  
onions and pickles!

Charlie starts to take a step before Itchy RACES IN to grab him -  
- holding him back.

ITCHY  
No, Charlie! We find Gabriel's  
Horn and then it's STRAIGHT  
back to heaven!

CHARLIE  
Come on, Itch. Even angels  
gotta eat!

The air is filled with the sound of an ELECTRIC GUITAR.

CHARLIE (CONT)  
You hear that? It's the Horn!

ITCHY  
Doesn't sound like any HORN to  
me.

Charlie is already out of earshot.

ITCHY (CONT)  
(efforting)  
CHARLIE!!

Itchy try's to catch up but he keeps TRIPPING over himself  
because he's so busy SCRATCHING.

EXT. ALLEY RESTAURANT - DAY

Charlie and Itchy pass a patio restaurant where a HUMAN BAND is  
playing and HUMAN COUPLES are dancing on a small dance floor.  
Japanese paper lanterns are strewn between lamp posts, flowers  
adorn every table.

There's a fence, and beyond that is a half-sized replica of the  
patio restaurant. This restaurant has a DOG BAND playing and DOG  
COUPLES dancing on the small dance floor.

A MALTESE is on stage, SINGING waaay off key. There's a sign  
above him that reads: "TALENT CONTEST TODAY."

MALTESE  
(sings corny vaudeville tune)

Charlie makes a bee-line for a table where a few DOGS are playing cards.

CHARLIE

All right, boys. Name your game. Poker? Double deuce? Fifty-two card pick up? Just yanking your leash.  
(he spots the bar)  
Hold that thought.

He approaches the bar, Itchy trailing him.

CHARLIE

How about a frosty one for the Chuckmeister!

The BARTENDER ignores him. Charlie waves his paw.

CHARLIE (CONT)

Yo! Sparky!

The bartender is oblivious to him.

CHARLIE (CONT)

Hey, what am I...invisible?

ITCHY

They're a bunch of snobs, Charlie. Let's get out of here.

Charlie spots a mug of beer on the counter, reaches for it -- his PAW PASSES RIGHT THROUGH IT.

CHARLIE

What the HECK?!

Charlie sees the bartender pouring beer from a tap. He races to the end of the bar, makes a RUNNING LEAP -- SLIDES DOWN THE BAR PASSING THROUGH DOZENS OF BOTTLES AND GLASSES. He stops at the tap, sticks his head underneath it where the barkeep is pouring a draft. The beer pours into Charlie's mouth and OUT THE BACK OF HIS HEAD, filling the mug held beneath.

CHARLIE (CONT)

You gotta be kidding me.

ITCHY

Charlie, we're GHOSTS!

Charlie gets up, looks in the mirrored wall. He has no reflection.



CHARLIE

Anabelle!

Charlie looks up and shakes an angry fist skyward.

CHARLIE (CONT)

Of all the rotten tricks!

The Maltese finishes his song and there's a weak smattering of APPLAUSE. A LABRADOR gets up on stage.

LABRADOR

And now let's have a warm  
round of applause for our next  
contestant, Miss SASHA LA  
FLEUR!

There's another smattering of APPLAUSE. The lights go down and a SPOTLIGHT hits the stage. A drop-dead gorgeous Samoyed struts out. Charlie freezes, a smitten look on his face. SASHA slinks through the bar, singing "MY KIND OF MAN."

SASHA

MOST WOMEN SIT BACK WAITING  
FOR THE PERFECT MAN  
THEY'RE HOPING MR. RIGHT WILL COME ALONG  
BUT "PERFECT" DOESN'T FAN MY FLAME  
AND MR. RIGHT WOULD BE TOO TAME  
THIS WOMAN'S OUT THERE SEARCHING  
HIGH AND LOW FOR MR. WRONG

This is for all you handsome  
hounds out there.

As if in a trance, Charlie steps off the bar, drops through the air and HITS THE FLOOR WITH A THUD.

ITCHY

You okay, Charlie?!

Charlie is oblivious to Itchy as he picks himself up, approaches Sasha longingly.

SASHA

MY KIND OF MAN'S GOT A BAD ATTITUDE  
HE'S A DANGEROUS DOG  
A SMOOTH TALKING DUDE

Charlie walks up to her and she PASSES RIGHT THROUGH HIM.

SASHA

HE ISN'T TOO SMART  
JUST AN AVERAGE I.Q.

BUT I'M GONNA TEACH HIM A THING OR TWO

Now several WAITRESSES gather.

WAITRESSES

CAUSE HE'S MY KINDA, MY KINDA, MY KINDA,  
MY KINDA MAN.

Sasha SCRATCHES a GREAT DANE'S chin -- his foot starts  
THUMPING uncontrollably.

SASHA

OOH JUST YOU WAIT AND SEE NOW.

WAITRESSES

YEAH HE'S MY KINDA, MY KINDA, MY KINDA,  
MY KINDA MAN.

During the next refrain, Charlie TRANSFORMS INTO A STUD  
with gold chains, sunglasses, snake skin boots and a tooth  
pick between his teeth. He struts around in front of Sasha  
but of course she doesn't notice him.

During the next refrain, Charlie TRANSFORMS INTO A GREASER, with  
slicked back hair and a leather jacket. He struts around,  
combing his hair.

SASHA

MY KIND OF MAN LIKES TO LIVE ON THE EDGE  
BEFORE HE'D SETTLE DOWN  
HE'D GO RIGHT OFF THE LEDGE  
TOO CRAZY TO KNOW  
WHAT COMMITMENT'S ABOUT  
IT'LL BE MY PLEASURE TO STRAIGHTEN HIM OUT.

WAITRESSES

CAUSE HE'S MY KINDA, MY KINDA, MY KINDA,  
MY KINDA MAN.

SASHA

YEAH, I'LL STRAIGHTEN HIM OUT.

Sasha blows a kiss to a BASSET HOUND smoking a cigar. The hound  
GULPS, accidentally swallowing the cigar. SMOKE pours from his  
ears as he continues to gape.

SASHA

OO POOR BABY  
THIS LADY ALWAYS GUARANTEES  
SHE'LL BRING HIM TO HIS KNEES  
OO NO MATTER WHO HE MAY BE  
WHEN YOU'RE IRRESISTIBLE  
MEN ARE JUST SO TWISTABLE

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She gives one dog a scratch on the tummy -- his body turns to liquid and he SLIDES out of his chair like a wet noodle.

SASHA (CONT)  
HE COULD BE YOU, YOU JUST MIGHT BE THE ONE  
I CAN TELL BY YOUR EYES  
YOU'RE A SON OF A GUN

Charlie, as himself, is directly in front of Sasha again and she seems to be looking right at him.

SASHA  
BUT I'LL TURN YOU AROUND  
IF ANYONE CAN  
AND YOU'RE GONNA LOVE IT  
IF YOU'RE MY KIND A MAN

Charlie holds his arms out to embrace her, once again she PASSES RIGHT THROUGH HIM.

WAITRESSES  
YEAH, YOU'RE MY KIND, MY KINDA, MY KINDA,  
MY KINDA MAN.

SASHA  
SO IF YOU'RE SERIOUSLY BAD

CHARLIE  
Oh, I'm badd.

SASHA  
AND YOU'VE DRIVEN OTHER WOMEN MAD.

CHARLIE  
Oh, how'd you know? I have!

WAITRESSES  
YEAH YOU'RE MY KINDA, MY KINDA, MY KINDA,  
MY KINDA MAN.

SASHA  
YOU JUST MIGHT FIGURE IN MY PLAN

CHARLIE  
Take me, I'm yours!

SASHA  
YOU SOUND JUST LIKE MY KINDA MAN

The song ends and everybody CHEERS WILDLY. Itchy approaches Charlie.

CHARLIE  
Now Itch...that's an angel!

ITCHY

Forget it, Charlie. She can't  
SEE you.

CHARLIE

You don't understand! My  
heart is beating a million  
miles an hour! I can hardly  
breathe!

ITCHY

Maybe it was just the change  
in altitude. My ears popped,  
did your ears pop?

CHARLIE

I HAVE to meet this woman!

ITCHY

(wistful)

But Charlie...you're an angel.

Charlie looks like he's about to explode.

CHARLIE

Quit reminding me!

CARFACE (O.S.)

Hey, I thought you were outta  
circulation, Charlie.

Charlie puts a paw to his heart as he gazes at Sasha.

CHARLIE

Naw, my circulation's fine.

Charlie suddenly realizes someone spoke to him. He and Itchy  
whirl around as Carface JUMPS down from a fire escape.

CARFACE

How goes it, Mr. Barkin?

ITCHY

CARFACE!?

CARFACE

Itch. It's been a long time.

ITCHY

Not long enough!



CARFACE

Hey, let's let bygones be bygones.

CHARLIE

How'd you get out of heaven?!

CARFACE

Clerical error. How 'bout yourself?

CHARLIE

Oh, I pulled a sweet little con.

A WIRE-HAIRED TERRIER walks past with a box of cigars.

CARFACE

Gimme a smoke.

CHARLIE

He can't hear you.

The Terrier hands Carface a cigar.

TERRIER

That'll be forty cents, Carface.

Carface FLIPS him two coins.

CARFACE

Keep the change.

Charlie and Itchy are stunned.

CHARLIE

HOW?!...

Carface gestures to the collar around his neck.

CARFACE

As long as I'm wearing dis baby, I'm flesh and blood.

CHARLIE

(ecstatic)  
Where'd you get it?!

CARFACE

An old buddy of mine sells 'em. Wanna meet him?

Charlie looks over at Sasha then whips back around to address Carface.

CHARLIE  
You coming, Itch?

ITCHY  
Wait a minute, Charlie! This  
is the guy who bumped you off.  
He's poison!

Carface inhales then blows SMOKE into Itchy's face, causing him to HACK and WHEEZE.

ITCHY  
(coughs and wheezes)

CARFACE  
(to Charlie)  
And here I thought you wanted  
to meet the lovely lady! I  
guess I was mistaken.

Charlie pulls the gagging Itchy closer.

CHARLIE  
(under his breath) I can  
handle this guy, Itch!  
(louder) Where to, Carface?

Itchy exhales one final little cloud of smoke.

CARFACE  
Red's gonna be real happy to  
meet ya, Charlie.

Charlie and Carface head out the door, Itchy catches up to them.

ITCHY  
Charlie, (coughs), wait...!

EXT. ELDRIGE STREET - DAY

Charlie, Itchy and Carface head through a rough part of town. There's lots of dilapidated buildings and vacant lots. They approach an old shop, Charlie reads the sign above the door.

CHARLIE

"Red's Curios, Psychic  
Readings and Trophies."  
(beat) Hey, Itch, we can get  
our palms read and bronzed at  
the same time.

Carface ushers Charlie and Itchy into the shop.

CARFACE

You'll love Red. He's into  
all kindsa "mumbo jumbo". He  
can make these magic collars,  
see ghosts, all sorts a  
things.

INT. RED'S CURIOS - DAY

The trio move through the cluttered store. It's filled with the  
most bizarre assortment of knickknacks imaginable. There's  
mummified bats, an Indian Headdress, an antique rocking horse and  
a Byzantine vase to name a few.

CARFACE (CONT)

Hey, Red. You got customers.

We hear a HACKING sound as a feeble old dog appears. This is  
RED.

RED

Hello, hello.

CARFACE

This here's my friend...

RED

(completing)

...welcome, Charlie. Itchy.

Carface leans closer to Charlie and whispers.

CARFACE

(whispers)

See? Da guy's a "medium".

CHARLIE

Looks like an extra small to  
me.

CARFACE

They've come to do a little  
shopping.

Itchy SNEEZES.

ITCHY  
Are there cats around here, or  
what?

RED  
Cats?! Oh, good heavens, no!  
(Itchy SNEEZES again) So,  
what're you in the market for?  
Don't tell me!

Red holds up a paw, closes his eyes.

RED (CONT)  
Let's see. You're searching  
for...I see...DICE! No...I  
see... is that a straight  
flush?!

Charlie and Itchy exchange looks.

CARFACE  
Actually, they just come for  
one of your special collars.

RED  
Is THAT all?

Red picks up several collars, and casually tosses them  
over.

RED (CONT)  
Why didn't you just SAY so?!

ITCHY  
(suspicious)  
Hold on a minute. What's your  
angle, old man?

RED  
(innocently)  
Angle? Any friend of Carface  
is a friend of mine. (beat)  
Of course there is one small  
thing.

ITCHY  
I KNEW it!

RED  
The collar is only good until  
sundown. After that, you'll  
be invisible again.



CHARLIE

That's all the time we'll  
need.

He stands before a mirror, slips on the collar and magically  
APPEARS. We SEE Red's and Carface's reflections in the mirror.

CHARLIE (CONT)

Now who's THAT handsome...  
devil?

Carface REACTS to the reference and Red elbows him to settle. Red  
ushers Charlie and Itchy out of the store.

RED

Go on, boys! Enjoy  
yourselves.

CHARLIE

Thanks, Red. I owe you one.

As he heads for the door, Itchy winds up for one last  
monster SNEEZE.

ITCHY

(SNEEZE)

Red watches Charlie and Itchy exit. A moment passes and he  
starts CACKLING.

RED

You have no idea.

Red opens a HUGE DUSTY BOOK on the counter, and with a  
quill pen, scratches in the names CHARLIE BARKIN and ITCHY  
ITCHIFORD.

CARFACE

Can we make some prank calls  
now? Or how about we make one  
a those stink bombs!

RED

SILENCE!

Red lifts the book and tosses it to Carface, who struggles under  
its weight.

RED (CONT)

If I told you once, I told you  
a THOUSAND times! No more of  
this entry level wickedness.

(prancing about)  
 If this works, I'll be  
 promoted to V.P. Who knows, I  
 might even make Executive in  
 Charge of Procurements.

Carface loses his struggle with the large book and SLAMS into a  
 bookshelf where books and curios TOPPLE DOWN ON TOP OF HIM.

CARFACE  
 (under his breath)  
 Blasted, rotten, stupid.

RED  
 (whirling around)  
 What was that?!

Carface becomes the picture of innocence.

CARFACE  
 Gas.

RED  
 Charlie's in my control and he  
 doesn't even know it. By  
 sunset, I'll have...Gabriel's  
 Horn!

Carface is just getting out from under the pile of junk.

CARFACE  
 Why can't we just get it  
 ourselves, boss?

Red casually knocks the bookcase, causing one more book to  
 topple and bonk Carface on the noggin.

RED  
 Because only ANGELS can hear  
 its heavenly tone you flea-  
 infested mongrel!

CARFACE  
 But I'M an angel!

RED  
 Not anymore. You're working  
 for me, remember?

Red starts SINGING A SONG about how wonderful it is to be evil.  
 Carface joins in as his less-than-apt apprentice-flunky.

As Red sings, HORNS BURST THROUGH HIS FOREHEAD. His tail starts GROWING and a red pointed arrow POPS OUT at the end. His old yellow teeth EXPAND into glistening, RAZOR SHARP FANGS. PLINK, PLINK, PLINK -- one after the other, long whiskers sprout from his snout. Red is METAMORPHOSING into a HUGE, DEVILISH-LOOKING RED CAT.

Dancing about the shop, Red uses the odd assortment of curios to illustrate his point of view on how good it is to be bad.

He holds up a paw. KATCHINK -- OUT POP five dagger-like claws. He SHREDS A SOFA TO PIECES. He rubs his back against various objects and PURRS. He cleans himself with his tongue. He sees a fly BUZZING around and SNATCHES it out of the air and swallows it.

At song's end, Red holds aloft the book in which he wrote Charlie's and Itchy's names. Engraved on the cover is the word, TROPHIES.

EXT. BACK ALLEY RESTAURANT - DAY

Sasha is standing before a desk where a gruff looking BADGER DOG is handing her a few bones. Sasha looks upset.

BADGER DOG

You won the contest, is there a problem?

SASHA

I come in first place and my prize is a few crummy BONES!?

BADGER DOG

Hey, if it's a Grammy you're looking for you're singin' in the wrong joint.

Sasha marches off in a huff.

BADGER DOG (CONT)

Coupla lousy tunes and suddenly they think they're Lassie.

Charlie bounds into the restaurant, Itchy trailing behind him.

CHARLIE

Please tell me she's still here!

He glances about, spots Sasha approaching a buffet, breathes a huge sigh of relief.

CHARLIE

(sigh)

He confidently adjusts his new collar.

ITCHY

This is gonna be fast, right?  
We gotta Horn to find.

A WAITRESS passes by with a tray of drinks -- Charlie swipes a foamy mug and toasts Itchy.

CHARLIE

To the hair of the dog.

He downs half the glass, looks at Itchy.

CHARLIE (CONT)

BUUUUUURRRRPPPP

(Charlie blushes)

Boy, I have been away too long.

He wipes his mouth with his forearm then sets the mug aside and approaches Sasha, who is discreetly filling a sack with goodies.

CHARLIE (CONT)

A little snack for the road?

SASHA

Look, I'm kind of busy right now.

CHARLIE

The name's Barkin, Charlie B. Barkin. And you are....?

She moves to the other end of the table and Charlie follows her.

SASHA

None of your business.

Itchy comes to the rescue.

ITCHY

Lady, my friend just wants a quick dance.

SASHA

Pass.

CHARLIE

I'm new in town and...

SASHA

Do I have to engrave it on a  
dog collar for you? Leave me  
alone.

Sasha turns on her heel and struts off as Itchy leans closer to  
Charlie.

ITCHY

Well, you tried Charlie, let's  
go, huh?

CHARLIE

She's just playing hard to  
get.

He scrambles after her. Itchy shakes his head dismally then looks  
skyward.

ITCHY

(sigh) I'm NEVER gonna get  
back to heaven.

Itchy races to catch up with Charlie.

EXT. TELEGRAPH AVENUE - DAY

Charlie and Itchy race down Telegraph Avenue with all its shops  
and sidewalk cafes.

ITCHY

Charlie, you're not forgetting  
the Horn are you?!

CHARLIE

The what?

They go charging around a corner, KNOCKING OVER A DELIVERY MAN  
and sending BOXES FLYING!

DELIVERY MAN

Watch it, dumb dogs!

EXT. CALIFORNIA STREET - DAY

The dogs race across California street. There's a DING, DING, as  
a street car ROLLS STRAIGHT FOR CHARLIE!

ITCHY

CHARLIE, LOOK OUT!!

Itchy TACKLES him and they TUMBLE CLEAR.

ITCHY (CONT)  
You're gonna get yourself  
KILLED!

CHARLIE  
Nah, been there, done that.

They race around a corner.

EXT. MATHER'S STREET - DAY

The boys rush up a steep hill. Up ahead, Sasha takes a turn into an ALLEYWAY. They charge after her.

EXT. ALLEY - DAY

It's a dead end alley cluttered with boxes and garbage. Sasha approaches a cardboard box, empties the food out of her sack. Charlie and Itchy appear. Charlie puts on that confident smile and approaches Sasha.

CHARLIE  
Well, we meet again. Twice in  
one day, I think we're meant  
to be.

Sasha whips around, growls and bares her teeth.

SASHA  
(growls) How DARE you follow  
me!

ITCHY  
Charlie, let's not bother the  
lady.

CHARLIE  
Just give me five seconds, I'm  
(sings) YOUR KINDA MAN.

SASHA  
Look, I've got a KID!

CHARLIE  
I'm good with kids.

Itchy rolls his eyes.

ITCHY  
Oh boy...

SASHA  
And I thought your breed was  
supposed to be bright.

DAVID (O.S.)  
(sleepy yawn)

A sleepy eight year old HUMAN BOY, DAVID, emerges from the box.  
He's undersized with scruffy hair and dirty over-alls.

CHARLIE  
(surprised)  
Oh, you gotta a KID, kid?!

David rubs his tired eyes in confusion.

DAVID  
Who said that?!

Charlie raises his paw.

CHARLIE  
Guilty. Now don't flip out,  
little guy.

Overwhelmed, David backs up against the brick wall. His legs  
might give out under him any second.

DAVID  
You...you can TALK?!

CHARLIE  
Talk, walk and chew kibble all  
at the same time.

Sasha rushes protectively to David's side.

SASHA  
(barks to Charlie)

CHARLIE  
(to Sasha)  
Of course he can understand  
me.

David's eyes widen in disbelief.

DAVID  
Holy COW!

CHARLIE  
Holy dogs, actually. I'm  
Charlie and he's Itchy.

Itchy waves Charlie off.



ITCHY

Don't drag me into this.

David's eyes widen even larger.

SASHA

(growls)

Sasha bites onto David's pant's leg and starts to pull him away from Charlie and Itchy. They've got to get out of there! Charlie looks distressed at their reaction.

CHARLIE

No, no...I didn't mean to scare you.

Sasha and David break into a run. Charlie sprints around and cuts them off.

CHARLIE

Wait kid...I'm a good guy.

SASHA

(barks and snarls to Charlie)

CHARLIE

(to Sasha)

The truth? I'm an angel.

David reacts. He has a quizzical look on his face.

DAVID

No way, you're just a trick dog!

CHARLIE

Oh yeah? Watch this.

Charlie leaps into the air and performs spectacular aerial maneuvers. He glides, rolls, fishtails and does a few loops before going into a Kamikaze dive, and coming to a screeching halt right in front of David. He casually steps back down to the ground.

ITCHY

This has got to be against some rule.

CHARLIE

Still not convinced...?

Gestures like a magician, "nothing up my sleeves". In the next instant, Charlie sweeps Sasha up into his arms like Rhett Butler grabbing Scarlett O'Hara. Before Sasha can react, Charlie plants a big wet one on her. Magical, sparkle-dust bursts from their kiss.

Sasha wiggles free and wipes her mouth of Charlie's kiss. Suddenly David can understand her.

SASHA

You are the most arrogant,  
pompous, presumptuous, MUTT I  
have ever had the misfortune  
of meeting!

DAVID

She can talk too!

Sasha reacts by clamping her forepaws over her mouth.

DAVID

(to Charlie)

You really are an angel!

Itchy grabs Charlie and hauls him down to his level.

ITCHY

You were only supposed to do  
that in an emergency!

CHARLIE

Seemed like an emergency to  
me, Itch.

David breaks into a big smile and hugs Charlie.

DAVID

My very own guardian angel!

Both Sasha and Charlie react at the same instant.

CHARLIE/SASHA

Your what...?

ITCHY

(to himself)

If we weren't already angels,  
Anabelle would kill us!

Charlie recovers and glances at Sasha.

CHARLIE

Right kid. I'm your guardian  
angel.

DAVID

Sent here because I ran away  
from home, right?

SASHA

Ran away?! I thought you were  
LOST!

He pulls out a handbill.

DAVID

And this is where I'm going.

INSERT - HANDBILL

The headline reads: "GAMBINO'S TRAVELING MAGIC SHOW." There's a picture of a Magician wearing a sweeping purple robe. To his left is a beautiful Princess, to his right is a Dark Knight mounted on a black Stallion.

CHARLIE (O.S.)

Gambino's Traveling Magic  
Show?

BACK TO SCENE

SASHA

But why'd you run away?

CHARLIE

Yeah, why?

DAVID

Well, you're my guardian  
angel, don't you know?

ITCHY

I want to hear this.

CHARLIE

Of course, silly me. It's  
school... No. Bullies... No.  
You're having problems  
at...home?

DAVID

With my new Mom.

CHARLIE

(to Itchy)

(sigh) Got it.

DAVID  
I like her okay...but she  
doesn't like me.

SASHA  
David, you're too young to run  
away. Tell me where you live.

DAVID  
No, I'm NEVER going home  
again! (to Charlie) I'm going  
to join Gambino's Magic Show  
and Charlie's here to help me.

SASHA  
(to Charlie/under her  
breath)  
Let him down easy.

CHARLIE  
I'll do it.

SASHA  
What!? That's it! David --  
who are you going to listen  
to? Him or me?

David puts his arms around Charlie.

SASHA  
Fine. Good luck. You'll need  
it.

Sasha starts to leave.

CHARLIE  
(panicked)  
Sasha, WAIT! You can't leave!  
I'm getting further  
instructions...

Charlie cocks his ear and looks skyward.

CHARLIE (CONT)  
That you, Sasha, are part of  
David's destiny. Like it or  
not you have to stay with us.

As Charlie talks, Itchy is rolling around on the ground in  
disbelief, galled by Charlie's brazen deception.

Sasha looks at David a moment, then turns to Charlie.

SASHA

Okay, but it's only because I care about David.

DAVID

This is going to be great!

David runs behind the box, returns with his bike.

DAVID (CONT)

Let's go!

He climbs on his bike and pedals off.

CHARLIE

As a guardian angel, I have room for one more client. Interested?

SASHA

Don't push it.

Sasha, followed by Charlie and Itchy race off after David.

EXT. INGLEWOOD STREET - DAY

The group moves up a street, Charlie and Sasha a few yards behind Itchy and David. Charlie can't take his eyes off Sasha.

CHARLIE

So...where you from?

Sasha gives him an icy glance.

SASHA

Here and there.

CHARLIE

No kidding? I just passed through that way last week.

SASHA

Look, angel or not, the LAST thing in the world I need is another fast talker selling me a lot of empty promises.

CHARLIE

But back at the club, your song..."looking for a son-of-a-gun"? That's me!

SASHA

That was a SONG. Just a song.

The group passes a brick building and we HEAR a single MELODIC NOTE from a trumpet.

Charlie and Itchy suddenly stop in their tracks. Their eyes, go wide. Neither Sasha nor David hear anything.

ITCHY

Charlie, it's beautiful!

CHARLIE

I hear it too, Itch!  
Gabriel's Horn.

Itchy and Charlie turn to look over at a POLICE STATION which is down the street. A couple of POLICE CRUISERS are parked in front and SEVERAL POLICE OFFICERS enter and exit through the main doors.

ITCHY

It's coming from inside that police station.

CHARLIE

Somebody must've turned it in.  
(to Sasha and David)  
You guys hold up a minute.

Charlie trots over and up the stairs leading into the station.

DAVID

Where's Charlie going?

ITCHY

Confidential guardian angel business. He'll be right back.

EXT. POLICE STATION ENTRANCEWAY - CONTINUOUS

Charlie sits innocuously in front of the heavy glass doors displaying the SAN FRANCISCO POLICE INSIGNIA. Playing the role of a dumb dog, Charlie happily pants and wags his tail as a COUPLE OF HUMAN COPS exit the station.

Seen from the waist down, COP #1 pats him on the head and then moves on down the steps. Charlie times it perfectly and bolts through the front door just as it's closing.

INT. POLICE STATION FOYER - CONTINUOUS

Benches line the wall opposite the reception desk where OFFICER McDOWELL sits, hard at work filling out paperwork. Beside him sits OFFICER SWEENEY who has his feet up on his desk. He is reading a National Inquirer-type paper. The benches are full of people waiting to talk to the officer on duty. Among them, sits a YOUNG COUPLE, CLAIRE and THOM HART. Beside them, on the floor rests a LARGE CARDBOARD BOX.

We find Charlie creeping along on his belly, military-style beneath one of the benches, hidden behind an odd assortment of legs. He is momentarily hidden by the cardboard box as we hear:

OFFICER REYES (O.S.)  
Mr. and Mrs. Hart? I'm Officer  
Reyes, we spoke last night on  
the phone.

With that, the Harts stand and Mr. Hart picks up the box, exposing Charlie in his hiding place. Our hero freezes as the Harts exit with OFFICER CONNIE REYES, an Hispanic police officer. Charlie scurries out from beneath the bench.

ANOTHER ANGLE

Officer Sweeney lowers his newspaper and addresses McDowell.

OFFICER SWEENEY  
This is incredible, McDowell.  
Get this: "Man finds Genie in  
his vacuum cleaner."

OFFICER MCDOWELL  
When are you going to stop  
believing that clap trap,  
Sweeney? That's why everyone's  
afraid to ride in a car with  
you.

Charlie peeks up from behind McDowell and leans forward.

CHARLIE  
Uh, sergeant, where's "Lost  
and Found"?

Without turning, McDowell indicates some direction.

SERGEANT MCDOWELL  
Room 112, just through the  
squad room.

CHARLIE  
Thanks, pal.



SWEENEY

There's more to this stuff  
than you know, McDowell!

INT. POLICE SQUAD ROOM - OFFICER REYES AND THE HARTS

Typical police squad room activity. Claire and Thom Hart are seated in front of Officer Reyes' desk.

CONNIE

We haven't had any word about  
David, but it's only been a  
few hours.

THOM

We're worried sick.

CLAIRE

(to Thom)

It's all my fault, I just know  
it.

THOM

Claire, it's not easy being an  
instant mom.

Claire turns to Connie.

CLAIRE

I'm David's new stepmother.

We see Charlie working his way through the squad room, peeking out from behind waste baskets, a Xerox machine, file cabinets, etc. He successfully runs the gauntlet and ducks into Room 112.

CONNIE (O.S.)

The San Francisco police have  
one of the best "missing  
persons" records. We take our  
work very seriously. We'll  
find David.

BACK WITH CONNIE, THOM AND CLAIRE

CLAIRE

Well, these should help you.

Claire reaches into the cardboard box then hands Connie a small poster with David's picture on it.

THOM

She couldn't sleep last night  
so she made these up on the  
computer.

CLAIRE

If eight thousand aren't  
enough I can print more.

INT. LOST & FOUND ROOM 112 - ON CHARLIE

Charlie is in the room by himself. The Horn's heavenly tone draws him over to a wall of chain-link fence that divides the room. Behind the security fence are dozens of shelves filled with a wide assortment of lost-and-found items. Charlie spots Gabriel's Horn. It glows slightly. Suddenly, we hear:

DESK SERGEANT MCDOWELL (O.S.)

Hey, who let a dog in here!?

A hand reaches in and grabs Charlie by the collar. He is yanked O.S.

EXT. POLICE STATION

The front door suddenly bursts open. Desk Sergeant McDowell heaves Charlie out. Our hero FLIES THROUGH THE AIR and LANDS unhurt at the bottom of the stairs.

GRASSY AREA - ON DAVID, SASHA & ITCHY

This area is adjacent to the police station. Our heroes are concealed by the shrubbery. Charlie ENTERS on all fours. He sits and rubs his bum.

CHARLIE

To protect and to serve, huh?

SASHA

What does all this have to do  
with David?

The dogs, concealed by the shrubbery and huddled with their backs to the station's front door can't see Connie, Thom and Claire exit the station. Thom and Claire shake Connie's hand then exit down the street.

CHARLIE

Trust me, Sasha, it's all part  
of the big plan.

ITCHY

What big plan?

Itchy scratches nervously.

CHARLIE

It'll come to me. I'll be  
back before you can say  
"hallelujah"!

Charlie slips his collar off and POOF, he becomes TRANSPARENT.  
David and Sasha look around, they obviously can't see Charlie  
now.

DAVID

Wow!

Charlie levitates in mid-air, then FLIES o.s.

INT. LOST AND FOUND / POLICE STATION - DAY

We see the transparent Charlie fly right through the wall,  
into the room and then through the chain-link divider. He  
levitates in front of the shelf holding the Horn.

CHARLIE

Come to Charlie.

Charlie grabs the Horn in his mouth then confidently glides  
across the room but comes to a sudden halt when he hits the  
fence. The Horn, being solid, won't pass through the wire.  
Charlie tries several more times -- CLANK, CLANK, CLANK.  
The Horn falls to the floor.

CHARLIE (CONT)

Man, who said it was easy  
being an angel?

EXT. GRASSY AREA - DAY

Itchy, Sasha and David are waiting outside the police  
station. Sasha paces.

SASHA

What's taking him so long?

The transparent Charlie ENTERS, puts on his collar and  
POOF! APPEARS an inch away from Sasha.

CHARLIE

Miss me?

SASHA

Yeah, like I miss the pound.

ITCHY  
Charlie, didn't you forget  
something?

CHARLIE  
I had a little trouble. We're  
gonna need a distraction.

SASHA  
We...!?

Charlie does his "trademark" gesture.

INT. FOYER - POLICE STATION - DAY

Suddenly the front doors FLY OPEN and Sasha and Itchy CHARGE IN,  
David racing after them.

DAVID  
Sasha, Itchy, come back here!

A BEAT later, Charlie blithely trots into the police station.

INT. POLICE SQUAD ROOM

Absolute mayhem. Sasha and Itchy BOUND from desktop to desktop,  
SPILLING coffee cups, KNOCKING OVER lamps, sending papers FLYING.  
Sweeny and McDowell are in pursuit.

DAVID (CONT)  
Come back here!

Sasha scrambles over Connie's desk, knocking the box of handbills  
over. David's handbills fly everywhere and Connie jumps to her  
feet.

Nearby, Itchy has jumped up onto a filing cabinet and triggers  
the fire alarm/sprinkler system. An ALARM SOUNDS and WATER SPRAYS  
EVERYWHERE!

SWEENY  
Where'd that kid come from?

David slams into Sweeny, who in turn falls back and sends a water  
dispenser CRASHING TO THE FLOOR!

McDowell skids across the wet floor on his belly, butts his head  
against a cabinet and ends up right beside Charlie, who sits  
quietly. Charlie reaches down, grabs McDowell's key chain from  
his utility belt and exits.

INT. LOST AND FOUND / POLICE STATION - DAY

McDowell watches as Charlie hops up onto his hind legs and uses the key to open the chain link fence. A moment later Charlie emerges. He is still on two legs, holding the Horn in one of his paws.

Charlie sees that McDowell is looking right at him. He TAKES, drops to all fours and pops the Horn in his mouth.

INT. SQUAD ROOM - ON MCDOWELL - DAY

Charlie trots passed McDowell with the Horn in his mouth. McDowell, unable to believe his eyes shakes his head.

Charlie races out of the squad room and we hear a WHISTLE. Sasha, Itchy and David all charge for the exit. David runs right passed Connie.

Connie TAKES. She grabs one of the handbills and checks his identity.

CONNIE  
(to herself)  
Oh my goodness... (calling out)  
David!

David turns and stops. He sees Connie running towards him. She waves the handbill wildly.

Charlie, Sasha and Itchy wait at the front door. They bark.

CHARLIE/SASHA/ITCHY  
(urgent barks)

David kicks it into gear and charges through the front doors with the dogs.

EXT. BACK ALLEY - DAY

David, Charlie, Sasha and Itchy take refuge in a back alley.

CHARLIE  
You guys were FANTASTIC!  
(tousling David's hair)  
And you -- you'd make a great  
dog!

CONNIE (O.S.)  
STOP!

They turn and see Connie burst through the station's front doors.

David retrieves his bike from the bushes.

DAVID  
EVERYBODY GET ON!

Sasha JUMPS into the front basket, Charlie hops on back. Itchy is too slow and is left behind as David pedals away.

ITCHY  
WAIT FOR ME!

Connie has to think fast and hops into a POLICE CRUISER parked nearby.

Itchy, hoping to jump onto David's bike, races towards a pediment, hops on top and launches himself into the air. But Itchy misjudges and, instead of landing on the bike, finds himself ON TOP of the police car, clinging to the top-lights as it SCREECHES around the corner.

ITCHY (CONT)  
WHOOAAHHH!!

EXT. INTERSECTION - DAY

David speeds through a busy intersection, his eyes squeezed shut. HORNS BLARE and he barely misses getting mowed over by several cars.

SASHA  
I thought guardian angels were  
supposed to PROTECT people!

CHARLIE  
Hey, it's my first day on the  
job.

The patrol car bursts through the intersection, forcing several vehicles to SCREECH to a stop. Connie flicks on the SIREN.

Itchy's about a half inch away from the siren speaker and his eyes BUG OUT.

EXT. UNION STREET - DAY

David hits a lip in the road, goes SAILING through the air. The cop car hits the lip, SOARS through the air behind him.

ITCHY  
Great, I'm gonna die TWICE in  
the same day.

David's bike SLAMS down and a moment later the car CRUNCHES down with an EXPLOSION OF SPARKS!

EXT. CHINATOWN - DAY

There's a Chinese parade wending its way through the streets of Chinatown. ORIENTAL MUSIC plays while exotic floats glide past. David comes BOMBING around the corner and PEOPLE SCATTER. He's heading straight for a line of men covered in a PAPER DRAGON.

CHARLIE  
DAVID, WATCH OUT FOR THE --

There's a COLLISION and the dragon head end up on top of the bike.

CHARLIE (CONT)  
...dragon.

Now it looks like a DRAGON is racing through the streets instead of a kid on a bike. The police car SCREECHES around the corner.

CONNIE (O.S.)  
CLEAR THE STREET!

She accidentally RAMS INTO A GIANT TIGER FLOAT -- the tiger ends up on top of the police car.

EXT. NOB HILL PARK - DAY

The dragon speeds through Nob Hill park, the tiger close on its tail. We can hear Charlie inside the dragon head.

CHARLIE (O.S.)  
Anyone else feel RIDICULOUS in  
this outfit?

PEOPLE picnicking on the grass SHRIEK and DIVE out of the way.

DAVID (O.S.)  
Sorry! Coming through.

The beasts fly down a stone staircase, RATTLING violently as they go. Itchy BURSTS THROUGH the tiger's head, speaks with a vibrato voice.

ITCHY  
I'm-gonna-get-you-for-this-  
Charlie!

EXT. LOMBARD STREET - DAY

The tiger chases the dragon down Lombard street, a.k.a. the windiest street in the world.



CHARLIE (O.S.)  
Yahooooo! This is EXACTLY the  
sort of thing that never  
happens back in heaven.

We hear SCREECHING TIRES as the tiger rounds each corner.

XT. FISHERMAN'S WHARF - DAY

The dragon and the Tiger scoot through fisherman's wharf,  
DEMOLISHING displays of seafood, sending FISH FLYING EVERYWHERE!  
A man seated at an outdoor cafe, looks disapprovingly at the  
piping hot pizza before him.

MAN  
Waiter, I ordered anchovies  
with this pizza.

A huge fish FLOPS down on top of the pizza.

A garbage truck backs out of an alley, the Tiger SKIDS to a stop  
and Itchy RIPS THROUGH THE PAPER, ROLLS underneath the truck. He  
comes out the other side where David has stopped to lift off the  
Dragon.

ITCHY  
Charlie!

CHARLIE  
Some fun, eh, Itch?

SASHA  
Let's get David outta here!

The three dogs follow David as he peddles furiously down the  
street. As they CLEAR FRAME, we SEE ALCATRAZ in the BG, out in  
the middle of the bay.

EXT. ALCATRAZ - TIGHTER ANGLE - DAY

We see the shores of Alcatraz Island, the foreboding prison  
rising out of the treacherous landscape.

CARFACE (O.S.)  
You're gonna love this place,  
boss. Let me point out some  
of the features.

INT. ALCATRAZ PRISON - DAY

It's a cavernous, dungeon-like place with dingy cells and putrid  
water DRIPPING from corroded catwalks. There are multiple levels  
of cells.

There, on the upper most level, a cell door CREAKS open to reveal Red and Carface. As Carface continues, Red grabs a RAT from one of the rusty railings.

CARFACE (CONT)

It's everything you wanted.  
Great location, lottsa room,  
tight security.

Red holds the rat out to Carface.

RED

Wanna go halfers?

Carface shakes his head "no". Red shrugs his shoulders.

RED (CONT)

Your loss.

Red DROPS the rat in his mouth. CRUNCH, CRUNCH, CRUNCH.

RED (CONT)

Little chewy.

CARFACE

(regaining his composure)  
This place was home to some  
great pedigrees...

Carface proceeds to point out specific cells.

CARFACE (CONT)

Capone, "Machine Gun" Kelly...

RED

Alright already, sold.

Red swallows his rodent delicacy.

CARFACE

Then I did good?

Red pats Carface on the head and pulls a BONE from his mouth. He drops it into Carface's hand.

RED

Yeah, have a bone.

Red gestures grandly as he looks down into the levels of cells.

RED (CONT)

Look at it, Carface. All those  
cells filled with dogs; can  
you see them?

CARFACE  
(playing along)  
Uh, yeah...sure.

RED  
And me blowing Gabriel's Horn!  
Can you hear it?

CARFACE  
Sure. Play it, boss. Play it!

RED  
And then the grand finale.

CARFACE  
Uh, that ain't comin' through  
so clear.

RED  
Oh, it will. (cackles)

Red throws his paws in the air -- LIGHTNING SHOOTS UP through the broken skylight and DARK CLOUDS CHURN in the sky.

EXT. FISHERMAN'S WHARF - LATE AFTERNOON

Charlie and Itchy are moving on all fours among the nets, traps and other fishing paraphernalia lining the wharf. Charlie holds the Horn in his mouth.

ITCHY  
What are we waitin' for,  
Charlie? We got the Horn,  
let's wing it back to heaven!

Charlie puts the Horn down, turns to Itchy.

CHARLIE  
Give it a rest, Itch. Sasha  
is this close to coming  
around. We can spare a little  
more time.

ITCHY  
At least let's put it in a  
safe place.

CHARLIE  
Way ahead of you, pal.

Charlie looks around the dock and spots something -- an empty CRAB TRAP with a length of rope attached. He places the Horn in the trap and gently knocks it overboard. It hits the water KERSPLASH, and sinks out of sight. Just then there's a clap of thunder. Itchy and Charlie look up at the blackening skies.

EXT. WHARF BOULEVARD - MOMENTS LATER

Charlie and Itchy join David and Sasha. The wharf area is bustling with tourists patronizing the shops and bistros. There's lots of traffic.

SASHA

Could you guys have been any slower? It's getting late and David's freezing.

THUNDER RUMBLES, everybody looks up at the dark sky. David abruptly SNEEZES and shivers.

CHARLIE

Guess you shoulda packed some clothes before running away, huh?

David rubs his arms to keep warm.

DAVID

(shivering)

I'm okay...

CHARLIE

C'mon, let's get you something warm to wear.

David moves to a storefront displaying an assortment of coats and jackets. Charlie puts his forepaws against the glass and also admires the clothes.

CHARLIE

Hold on. You got money?

DAVID

No...

CHARLIE

Then we gotta shop on the street.

EXT. ALLEY - CONTINUOUS

Charlie leads everyone into the alley where he dives into a DUMPSTER. After a BEAT he emerges holding a HALF EATEN SANDWICH.

CHARLIE (CONT)  
With a dumpster on every  
corner, al fresco dining is  
never a problem.

David makes a face: "That's disgusting".

Charlie sniffs the sandwich and grimaces then throws it  
away. He reaches down into the garbage and pulls out a  
dirty old BOOT. The sole flops up and down.

CHARLIE (CONT)  
Can I interest "sir" in this  
fine, footwear?!

DAVID  
(giggles)

Charlie disappears once again, then reappears.

CHARLIE  
What was monsieur shopping for  
again?

ITCHY/SASHA  
Something WARM!

THUNDER CLAP.

CHARLIE  
Ah, but of course...

Charlie disappears back into the garbage.

CHARLIE (CONT)  
Something warm, cozy...and let  
us not forget -- fashionable.

David CRACKS UP. Sasha is pleased to see him so happy -- that is  
until Charlie jumps out of the dumpster holding a tattered and  
soiled TABLE CLOTH. Charlie drapes the cloth over David's head.

DAVID  
Hey!

SASHA  
Charlie...!

CHARLIE (CONT)  
It'll fit...after a few  
alterations. No extra charge.

Charlie rests his paws on David's shoulders, leans forward and rips a hole in the center of the cloth. The cloth drops over David's head like a pancho. David scowls and sniffs.

DAVID  
(sniffs) Hey, this thing  
stinks.

CHARLIE  
It's better than getting your  
fur wet.

Charlie tousles David's hair.

DAVID  
Thanks, Charlie.

David gives Charlie a hug. None of this is lost on Sasha.

CHARLIE  
Hey, hey. Just doing my job.

EXT. STREET - CHARLIE, DAVID, SASHA & ITCHY - A BIT LATER

David navigates as he looks at the handbill.

SASHA  
What were you like before you  
were an angel, Charlie?

CHARLIE  
A bit of a devil.

SASHA  
Why am I not surprised.

DAVID  
Hey, according to this, the  
Magic Show should be right  
here!

Itchy looks up and REACTS.

ITCHY  
It is...!

UP ANGLE - ON BANNER (ITCHY'S POV)

We see a TATTERED BANNER, featuring the same graphics as David's handbill is suspended across the street. The banner reads:  
"GAMBINO'S TRAVELING MAGIC SHOW".

Everyone turns but all they see is a VACANT LOT littered with popcorn boxes, and assorted rubbish.

ITCH

Or was....

David is devastated. His shoulders sag and he is near tears.

DAVID

Where am I gonna go NOW?!

THUNDER BOOMS and RAIN STARTS POURING. With this sudden downpour, the streets empty of people.

SASHA

Over there!

They all hurry under an awning. They huddle there against the rain and cold. They look miserable.

DAVID

(sneezes)

SASHA

David, we have to get you home.

DAVID

I said I'm NOT going back! Not ever!

Tears start rolling down his cheeks.

Itchy tries to break the moment.

ITCHY

Anyone else hungry?

CHARLIE

How about that place?

Charlie indicates the restaurant across the street. David follows Charlie's glance to the window of the restaurant. There's a little GIRL seated between her MOTHER and FATHER, slurping up a seemingly endless string of spaghetti. David seems captivated by the scene.

Itchy exits to the restaurant and Charlie sidles up to David.

CHARLIE (CONT)

What do you think of running away now, David?



DAVID (CONT)

It's not fair. I'm cold and hungry with no place to go. This isn't supposed to happen to a little kid.

CHARLIE

No, that's why your parents are there for you.

DAVID

Not both of them. My new mom doesn't love me.

SASHA

How do you know?

DAVID

She told me she wants a baby of her own.

Sasha and Charlie share a look.

CHARLIE

David, if you'd come from a large litter like me, you'd know that parents can love more than one pup. Maybe your new mom didn't know how to tell you that. I bet you ten-to-one if you went home right now, and gave her another chance you'd see I'm right.

ITCHY (O.S.)

I'll take those odds.

Itchy ENTERS with a couple plates of ITALIAN FOOD. Charlie puts an arm around David's shoulder.

CHARLIE

What do you say, kiddo?

DAVID

Take me home, Charlie.

CHARLIE

I'll get you there safe and sound, kid. I promise.

Sasha catches Charlie's eye. She gives him a tender smile.

CHARLIE  
(to David)  
But you're hungry, eat first.

ITCHY  
You gotta try this ravioli!

David joins Itchy.

ITCHY  
You like pesto?!

Sasha approaches Charlie, overwhelmed.

SASHA  
Charlie B. Barkin, you really  
are an angel.

CHARLIE  
Just don't let it get around,  
okay?

Charlie and Sasha sing a LOVE SONG. The theme of the song involves appearances and getting beyond them. You must discover the true person before falling in love with them.

At the END OF THE SONG, Sasha hesitates, then closes her eyes and leans forward to kiss Charlie. He closes his eyes then suddenly starts FADING.

SASHA  
Charlie?!

CHARLIE  
(dreamy)  
Mmmm?

SASHA  
You're DISAPPEARING!

He looks at his transparent paw.

CHARLIE  
No, no...not now!

SASHA  
What's happening?!

Now Itchy starts fading too.

CHARLIE  
(panicking)  
The COLLARS! It's SUNSET!

Charlie and Itchy both VANISH. Both David and Sasha look distraught.

DAVID  
CHARLIEEEE!!

EXT. RED'S CURIO'S - NIGHT

Night has fallen. The rain slicked streets GLITTER with the lights of the city.

INT. RED'S CURIO'S - NIGHT

Red has transformed back into a grizzled old dog. He's sitting at a table, playing cards with Carface.

RED  
Got any sixes?

CARFACE  
Go fish. (beat) Got any  
Jokers?

ITCHY (O.S.)  
(sneeze)

Suddenly Charlie and Itchy rush through the door.

CHARLIE  
Red, you gotta help me!

RED  
(rising)  
Anything Charlie, just name  
it.

CHARLIE  
We need another couple of  
hours on the collars!

RED  
Oh, I'm afraid that's not  
possible.

CHARLIE  
Why not?!

RED  
The first few hours are free,  
after that you have to buy  
them.

CHARLIE

But what am I gonna give ya,  
dog biscuits? I'm broke.

RED

Sorry, store policy.

ITCHY

(sneezes) No offense, but you  
really need to dust more  
often, pal.

CHARLIE

Look, there must be SOMETHING  
we can work out!

RED

Not unless you have something  
of value.

Charlie thinks a moment. Itchy knows EXACTLY what Charlie is  
thinking.

ITCHY

NO, Charlie!

CHARLIE

(to Itchy)

I've got to keep my promise to  
David.

(to Red)

I've got a Horn.

RED

(ears perking up)

Horn?

CHARLIE

Pure gold.

Red thinks it over a moment.

RED

Well, son...

(offering his paw)

You got yourself a deal.

ITCHY

No, Charlie! Don't!

CHARLIE

(sotto, to Itchy)

I know what I'm doing.

Charlie takes Red's paw and they shake. Their hands seem fused together as we HEAR a CRACKLE and SEE a WHISP OF SMOKE rise from their clasp.

RED  
(cackles)

CHARLIE  
Somethin' funny?

As Red continues shaking, he TRANSFORMS BACK INTO THE GIANT, DEVIL CAT! Charlie and Itchy look at him in stunned silence.

RED  
What's the matter, Charlie?  
CAT got your tongue?!

ITCHY  
(three sneezes, mounting in size)

RED  
I'm a servant of the abominable one himself. And YOU, my little angel, have just had your wings clipped!

CHARLIE  
You TRICKED me!

RED  
That's how I do business.  
(cackles) Now be a good little bow-wow, and fetch me that Horn.

Charlie hesitates. Red draws up to his full, imposing size.

RED (CONT)  
GO!!!

He ROARS LIKE A LION AND A FIREBALL ROLLS OUT! Charlie and Itchy scramble out the door.

EXT. EMPTY LOT - NIGHT

David and Sasha are still at the empty lot, both of them looking heartbroken.

DAVID  
What do you think happened to them, Sasha?

Sasha glances up at the stars, an anguished glint in her eyes. David follows her gaze.

CHARLIE (O.S.)

Sasha...David!!

David and Sasha both turn to see Charlie and Itchy running toward them.

DAVID

(thrilled)

You're back!

David rushes up and throws his arms around them.

DAVID (CONT)

We thought you went back to heaven!!

CHARLIE

Not before I get you home safe and sound.

Charlie approaches Sasha and a there's an electric moment between them.

SASHA

Charlie... I...

CHARLIE

It's good to see you again, too.

ITCHY

Charlie, you gave up the Horn.

CHARLIE

You know me better than that. I'm not giving it to that fire-breathing furball!

ITCHY

But he said --

CHARLIE

Hey, he's a cat. They're always blowing off at the mouth. That Horn is going back to heaven with US! Now let's move!

Suddenly Carface JUMPS DOWN from the roof of a parked car and SNATCHES David.

CARFACE

I had a feeling you might try  
to double-cross us.

CHARLIE

Leave David out of this!

CARFACE

You've got ONE hour to bring  
the Horn to Alcatraz.  
Otherwise, junior here is  
shark-bait.

Carface rushes off with David in his clutches.

DAVID

Help me, CHARLIEEEE!!

Charlie starts after him, Sasha holds him back.

SASHA

No, Charlie! He'll only hurt  
David.

Charlie watches Carface and David disappear, a wretched look on  
his face.

CHARLIE

What have I done?!

EXT. ALCATRAZ - NIGHT

We see Alcatraz, with the glistening lights of San Francisco in  
the b.g. A fierce wind HOWLS, waves CRASH onto the jagged  
shores.

INT. MAIN PRISON - NIGHT

David is locked up in a cell, Carface is watching over him. Red  
paces impatiently.

RED

So where is he?! He should BE  
here by now!

CARFACE

You know what they say, boss.  
Patience is a --

Red swings his paw -- a LIGHTNING BOLT SHOOTs OUT, EXPLODING by  
Carface's feet.

CARFACE (CONT)

Uh, maybe he's stuck in traffic.

DAVID

(to Carface)

You should be ASHAMED of yourself! What kind of dog are you, selling yourself out to some roly-poly CAT?!

RED

Roly poly?! (hisses) I'll have your tongue, boy!

CHARLIE (O.S.)

Let him go!

Red looks up as Charlie descends the stairs, holding Gabriel's Horn.

RED

The Horn!

Charlie sets the Horn down in front of Red and steps back.

Red nods to Carface, who opens the cell holding David.

As Red SNATCHES the Horn, Charlie bounds into the cell to David.

RED

(delirious)

MINE! Gabriel's Horn is finally MINE!!

David hugs Charlie.

DAVID

I knew you'd save me, Charlie.

CHARLIE

We gotta run for it.

Charlie and David run for the cell door, which is swinging closed. They make it through the door in the nick of time. As Charlie and David rush out, we see David's Magic Show Photo FLY OUT of his pocket and FLOAT through the air.

Carface moves to chase Charlie and David, but Red stops him.

RED

Let 'em go. I have what I want.



Red puts the Horn to his lips and starts playing -- a HAUNTING SOUND pours forth. As he plays the night sky begins CHURNING WITH THUNDERCLOUDS.

EXT. HEAVEN - NIGHT

We see the refined POODLE playing her HARP -- WHOOSH, she's suddenly VACUUMED DOWN through the clouds!

EXT. ABBEY ARCADE - NIGHT

We see the dogs polishing halos. Suddenly the CLOUDS OPEN and they're PROPELLED DOWNWARD.

EXT. HEAVEN CHOIR - NIGHT

We see the canine choir, SINGING A CANTATA. As the vortex WRENCHES them downward, their Cantata transforms into a CHORUS OF SHRIEKS.

EXT. HEAVEN ROAD - NIGHT

We see Anabelle, clinging desperately to a golden fire hydrant, trying to resist the force.

ANABELLE  
CHARLIE, WHAT HAVE YOU DONE?!

EXT. ALCATRAZ - NIGHT

The water surrounding Alcatraz SEETHES WITH WHITECAPS. DOGS PLUMMET out of the BLISTERING SKY, all of them heading straight for the prison.

INT. PRISON - NIGHT

Red prances about with delight as the dogs are sucked down into the prison and JETTISONED into the empty cells.

EXT. ALCATRAZ WHARF - NIGHT

Charlie is standing on the wharf, David, Itchy and Sasha are aboard a fishing boat. All of them watch the apocalypse in horror.

CHARLIE  
This is all my fault. I  
should've fetched the Horn  
like I was SUPPOSED to.

SASHA  
There must be SOME way to stop  
this!

Charlie looks at the group a moment, then pushes the boat off.

CHARLIE  
(to Sasha)  
Get David home safely.

DAVID  
CHARLIE, WHAT'RE YOU DOING?!

ITCHY  
WAIT FOR ME!

Itchy LEAPS out, barely makes it to the wharf.

INT. MAIN PRISON - NIGHT

The cells continue FILLING UP with dogs, doors CLANGING shut behind them. Carface comes running down the stairs towards Red.

CARFACE  
Charlie's coming back!

RED  
Is that right?

Red rubs his paws together deviously. He spots David's Magic Show handbill on the ground, picks it up.

INSERT - WE SEE THE MAGICIAN

with the Princess to his left and the Dark Knight to his right.

RED

bunches the flyer up, HURLS it to the ground. There's a FIERY ERUPTION -- when the SMOKE CLEARS we see a HERCULEAN KNIGHT, wearing a suit of black armor and mounted on a stalwart, BLACK STALLION. The horse WHINNIES as he and the Knight LEAP through the wall.

EXT. ALCATRAZ WHARF - NIGHT

Charlie and Itchy are hurrying up the wharf. There's a loud CLATTER OF HOOF BEATS and they look up to see the Black Knight galloping toward them.

CHARLIE  
Watch your back, Itch.

The Knight bares down on them, his sword poised to strike. Charlie and Itchy bound out of the way as the sword SEVERS a pylon in half. The horse WHINNIES, REARS UP on its hind legs. The boys bolt up the pier, the stallion galloping after them.

CHARLIE (CONT)

You okay?

ITCHY

Great. Never better. We should really do this more often.

The dogs somehow manage to dodge the Knight's lethal BLOWS as they scurry off the pier and hasten up a rocky path. Charlie narrowly escapes a blow, TRIPS, goes TUMBLING. The Knight pulls in the reigns and the horse BUCKS VIOLENTLY, KICKING CHARLIE THROUGH AIR.

ITCHY

CHARLIE!!

Charlie SLAMS into a wall, DROPS to the ground, stunned. He manages to get back on his feet, although he's not looking too stable. The Knight closes in.

CHARLIE

All right, Tinman.

Charlie glances around, his eyes settling on a large floodlight.

CHARLIE (CONT)

You wanna play dirty, you came to the right table.

Charlie hurries toward the light. The Knight swoops down on him, his sword raised. He swings with all his might, Charlie dodges the blow and the sword SLASHES into the light post.

There's a FLURRY OF SPARKS -- SCINTILLATING WEBS OF ELECTRICITY DANCE up the sword and the Knight LIGHTS UP WITH AN ELECTROMAGNETIC CHARGE. KABLOOOOOOOOOOOOOOM!! The Knight is OBLITERATED IN A CATACLYSMIC EXPLOSION!

CHARLIE

Guess this rules out a rematch.

ITCHY

Beautiful, Charlie!  
Beeeeeautiful!

Charlie turns toward the main prison.

CHARLIE

Now to deal with that double-crossing feline!

They hurry off.

INT. PRISON - NIGHT

Charlie and Itchy come charging down the stairs.

RED  
Welcome to Red's Cabaret,  
boys! You're just in time for  
the grand finale.

We hear a RUMBLING sound and the earth begins to RATTLE and SHAKE. Red BLOWS the Horn some more.

EXT. ALCATRAZ - NIGHT

The island SHUDDERS as it starts to SINK INTO THE BAY.

INT. PRISON - NIGHT

The imprisoned dogs HOWL as Red prances about rapturously.

RED (CONT)  
Buckle up, everybody! You're  
in for a hot time tonight.

Charlie TACKLES Red and they ROLL across the floor, TRADING BLOWS. Carface hurries over.

ITCHY  
Not so fast!

Itchy POUNCES on Carface. Now all four animals BATTLE IT OUT.

DAVID (O.S.)  
Hang on, Charlie!

David and Sasha come flying down the stairs and now they too get in on the fray. David gets a fist-full of Red's whiskers.

DAVID (CONT)  
Are these real?

He YANKS them out.

RED  
YEEEOOWWCCHH!!

DAVID  
Yep.

Sasha CHOMPS down on Red's tail.

RED  
YEEEOOWWCCHH!!

Red HISSES.

RED (CONT)  
ENOUGH OF THIS!

He ROARS and FLAMES BURST out of his mouth.

CHARLIE  
Everybody take cover!

David and Sasha scramble behind a wall while Charlie heads behind some crates. Red ROARS again and the crates are INCINERATED, exposing Charlie. He smiles sheepishly.

CHARLIE (CONT)  
Busted.

Carface breaks free of Itchy, TACKLES Charlie. The two of them TUMBLE into a cell, disappearing from sight.

EXT. ALCATRAZ - NIGHT

Alcatraz is now half SUBMERGED. The waves are starting to LAP at the prison buildings.

INT. PRISON - NIGHT

Water POURS IN. The imprisoned dogs BARK and YOWL as they try to break free.

DAVID  
Charlie, we're SINKING!

Itchy charges Red and the enormous cat SWATS him, sends him HURTLING into a wall. He slides to the floor, stunned. Red faces Sasha and David and Sasha instinctively stands in front of the boy.

SASHA  
GRRRRRRRR

Red ZAPS the floor -- there's a tremendous RUMBLE as the ground CRACKS OPEN, revealing a deep abyss with FLAMES RAGING far below. The ground SHAKES, KNOCKING David and Sasha into the opening. Sasha hangs on to the ledge with one paw, David in turn, dangles from Sasha's tail.

SASHA (CONT)  
CHARLIE, HEEEEELP!!!

Red looms over Sasha, raises his foot up.



RED  
Going down!

SASHA  
CHARLIEEEE!!!

Red is about to finish Sasha and David off when Carface suddenly appears.

CARFACE  
Red, Charlie's all yours!

RED  
Where?!

CARFACE  
(pointing)  
Behind those barrels. Throw  
me the Horn and finish him  
off!

Red hesitates, then TOSSES Carface the Horn, crosses to the barrels.

RED  
No use hiding, Charlie.

Carface lifts the Horn to his lips and BLOWS for all he's worth.  
A HARMONIOUS SOUND pours forth! Red pivots, his eyes filled with  
rage.

RED (CONT)  
WHAT'RE YOU DOING?!

All of the cell doors FLING OPEN and the dogs start ASCENDING  
back through the skylight.

RED  
NOOOOOOOOOO!!!

Now Carface miraculously TRANSFORMS into Charlie.

RED  
(stunned)  
You TRICKED ME!!

CHARLIE  
That's how I do business.

EXT. SKY - NIGHT

We see hundreds of dogs SOARING UP THROUGH THE CLOUDS.

EXT. ALCATRAZ - NIGHT

Alcatraz RISES out of the bay, water CASCADING down its rocky slopes. The RAGING SEAS settle and the DARK CLOUDS melt away.

INT. PRISON - NIGHT

Charlie pulls Sasha and David out of the abyss as Red charges toward him.

RED  
YOU'RE GOING TO PAY FOR THIS!

CHARLIE  
I almost did, pal.

Suddenly there's a TREMOR and Red is PITCHED INTO THE OPENING.

RED  
NOOOOOOOOOOOOOOOOOOOOO.....

There's another TREMOR and the crack SEALS UP. Itchy rises, wobbling slightly.

ITCHY  
What'd I miss?!

CHARLIE  
Easy, Itch. It's all under control.

Now Carface emerges from the cell.

CARFACE  
What happened?! Where's Red?!

CHARLIE  
Back where he belongs.

Carface points to the ground.

CARFACE  
You mean?...  
(Charlie nods)  
Yeah, well, (ptui) good riddance.

CHARLIE  
Say, Carface, what did you give Red for your collar?

Carface tugs at his collar.

CARFACE

Stupid cat. He wanted my shoes or something. But I don't wear shoes! Ha ha!

Suddenly a CRACK appears in the ground and RED pops halfway out, bathed in the light from the fires of hell. He grabs Carface BY THE LEG.

RED

You stupid mongrel, it was your soul!

CARFACE (CONT)

LEMME GO!! Blasted, rotten, stupid...!

Red pulls Carface down through the opening -- the crack SEALS UP AGAIN. Suddenly a SHAFT OF LIGHT APPEARS from above.

CHARLIE

Uh, oh!

Anabelle MATERIALIZES within the light.

ANABELLE

Hello, Charlie.

Sasha's eyes narrow.

SASHA

Who's this?!

CHARLIE

Sasha, uh, meet Anabelle. She's sort of my boss.

ANABELLE

You've done well Charlie. Now it's time to leave.

CHARLIE

But Annie --

ANABELLE

Say good-bye to your friends.

Charlie hesitates, then turns to Sasha and David.

CHARLIE

You take care, kid, I'll always watch over you.



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David and Sasha look crestfallen. David throws his arms around the dogs.

DAVID  
I'm really gonna miss you  
guys.

Charlie tousles David's hair. Sasha looks at Itchy and then at Charlie.

SASHA  
Charlie...I...

She kisses him. It goes on and on and on.

ANABELLE  
Ahem!

Charlie and Sasha finally separate, both of them looking lovestruck.

CHARLIE  
...Maybe one day we'll meet  
again.

A huge tear rolls down Sasha's cheek. Charlie and Itchy take off their collars. They drop to the ground and vaporize. Charlie and Itchy start to RISE, gradually fading to invisibility.

DAVID  
Good bye, Charlie! Good bye,  
Itchy!

Sasha and David wave as Charlie and Itchy FLOAT UP AND OUT through the skylight.

EXT. HEAVEN - MORNING

Charlie and Itchy are inside the Acropolis, a HUGE GATHERING OF DOGS surrounding them. Charlie sets the Horn back on the alter and a GREAT CHEER GOES UP. Everybody starts TALKING all at once. Charlie heaves a DESPONDENT SIGH.

CHARLIE  
You know what I wish.  
(beat)  
I wish I could have another go  
around. Another chance to do  
it all over again.

Anabelle studies him a beat.

ANABELLE  
You know what they say.  
Sometimes wishes DO come true.

Charlie turns to her.

ANABELLE (CONT)  
You've done a wonderful deed.  
(beat)  
I think it deserves a reward.

CHARLIE  
You mean?!...

ANABELLE  
You've been given a second  
chance. Just don't blow it.

CHARLIE  
Itchy, you hear that?! We're  
going BACK!

ITCHY  
Not me, Charlie. Nothing  
personal, but I need a rest.

Charlie gives him a hug.

CHARLIE  
Take care of yourself, buddy.

Anabelle waves her paw -- a CHURNING TORNADO materializes,  
SWEEPS CHARLIE UP. He SURGES DOWN through the clouds.

EXT. DAVID'S HOUSE - MORNING

David and Sasha are walking up to a quaint Victorian house  
overlooking the bay. Sasha suddenly stops, a curious look on her  
face.

SASHA  
Do you hear something?

CHARLIE (O.S.)  
INCOMING!

Suddenly a SWIRLING TORNADO appears and Charlie CRASH LANDS  
before them.

DAVID/SASHA  
CHARLIE!!!?

CHARLIE

Looks like I got another lease  
on life.

David and Sasha throw their arms around him. Sasha smothers him  
with kisses.

CLAIRE (O.S.)

David...!? Thom, David's  
home!

David turns to see his stepmother silhouetted in the open doorway  
of their home. Claire runs up to him, drops to her knees and hugs  
him as tight as she can.

CLAIRE

I'm so sorry if I hurt you.  
Please give me another chance.

DAVID

Then you love me?

CLAIRE

Of course, you'll always be my  
first child.

David returns her hug. Thom ENTERS and hugs David as well.

THOM

David, thank goodness you're  
safe! Someone must have been  
watching over you!

DAVID

As a matter of fact, these two  
dogs...

CHARLIE (O.S.)

(barks)

David looks over at Charlie, who raises his paw and gestures for  
him to "shoosh".

DAVID (CONT)

Maybe I'll tell you some day.

David and his parents enter their home, leaving the door open.  
BEAT. David's silhouette appears and WHISTLES.

DAVID

Come on Sasha, Charlie!

SASHA  
(to Charlie)

Be honest. You sure you want  
to settle down?

CHARLIE  
With you? It'll be heaven.

They head into the house, the door closing behind them.

FADE OUT.

THE END